



RECORDATION NO. 8638 Filed & Recorded
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INTERSTATE COMMERCE COMMISSION

Ford Motor Credit Company of Canada, Limited

RECORDATION NO. 8638 Filed & Recorded

RECEIVED

DEC 29 12 30 PM '76

P.O. Box 278
 Toronto-Dominion Centre
 Toronto, Ontario M5K 1A5
 REGISTRATION BR.

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DEC 29 1976 12 20 PM

INTERSTATE COMMERCE COMMISSION

December 22, 1976

Secretariat
 Interstate Commerce Commission
 WASHINGTON, D.C. 20423
 U.S.A.

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INTERSTATE COMMERCE COMMISSION

CC Washington, D.C.

Dear Sir:

Pursuant to the provisions of the Interstate Commerce Act, as amended, and the regulations of the Interstate Commerce Commission thereunder, Ford Motor Credit Company of Canada, Limited ("Ford Credit") transmits herewith for filing and recording two executed counterparts of each of the following documents, covering certain flat cars owned by Ford Credit and leased to Canadian National Railway Company ("CN"), all as identified in such enclosures:

1. Equipment Purchase Agreement dated as of November 23, 1976 between CN and Ford Credit.
2. Agreement amending Equipment Purchase Agreement dated as of December 14, 1976 between CN and Ford Credit.
3. Trust Indenture dated as of December 1, 1976 between Ford Credit and The Royal Trust Company, as Trustee.
4. Lessee's consent and agreement by CN accepted by The Royal Trust Company, as Trustee.
5. Lease between Ford Credit and CN.
 A cheque in payment of the recording fee is enclosed.

The name and address of Ford Credit is Ford Motor Credit Company of Canada, Limited, The Canadian Road, Oakville, Ontario. The name and address of CN is Canadian National Railway Company, 635 Lagauchetiere West, Montreal, Quebec. The name and address of the Trustee is The Royal Trust Company, The Royal Trust Tower, Toronto-Dominion Centre, Toronto, Ontario.

The general description of the equipment covered by the Equipment Purchase Agreement and other enclosed documents is 144, 100-ton 89 foot 4 inch flat cars manufactured by Hawker Siddeley Canada Ltd.

Yours truly,

FORD MOTOR CREDIT COMPANY OF CANADA,
 LIMITED

by:

Assistant Secretary

Carroll Taylor
Deputy Asst. Secretary
Dec 29 1976

RECORDATION NO. 8638 ^A Filed & Recorded

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~~INTERSTATE COMMERCIAL COMMISSION~~

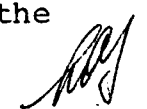
AGREEMENT dated as of the 14th day of December, 1976, between CANADIAN NATIONAL RAILWAY COMPANY, having its principal office and place of business at 935 LaGauchetiere West, Montreal, Quebec (hereinafter called the "Seller"), and FORD MOTOR CREDIT COMPANY OF CANADA, LIMITED, having its principal office and place of business at The Canadian Road, Oakville, Ontario (hereinafter called the "Purchaser").

WHEREAS pursuant to an Equipment Purchase Agreement (hereinafter called the "Agreement") dated as of the 23rd day of November, 1976, between Seller and Purchaser, the Seller agreed to sell and deliver to the Purchaser and the Purchaser agreed to purchase certain units of used standard-gauge railroad equipment (hereinafter called the "Equipment") as described in the Agreement;

AND WHEREAS the closing date as defined in the Agreement has not occurred;

AND WHEREAS there was a typographical error in the unit numbers of the Equipment as set out in Schedule A attached to the Agreement and the Purchaser and Seller wished to correct the error to properly reflect the unit numbers of the Equipment.

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the



parties hereto do hereby agree as follows:

ARTICLE 1. The Agreement is amended by deleting therefrom Schedule A and replacing it with Schedule A attached to this agreement.

ARTICLE 2. All terms of the Agreement are to remain in full force and effect and unamended.

IN WITNESS WHEREOF the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed on the date first above written.



Witness:

J. Wilson

Seller:

CANADIAN NATIONAL RAILWAY COMPANY

by:

J. B. Spence
Vice-President

W. H. Allen
Deputy-Secretary

Purchaser:

FORD MOTOR CREDIT COMPANY OF CANADA,
LIMITED

by:

L. H. Welch
Vice President

J. B. Gregorovich
Assistant Secretary

AFFIDAVIT OF BONA FIDES

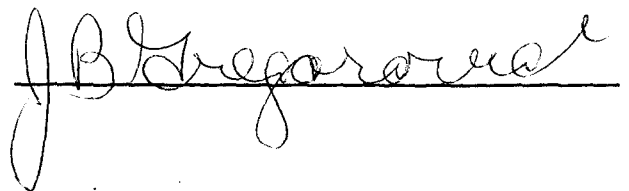
PROVINCE OF ONTARIO) IN THE MATTER OF the Bills of Sale
JUDICIAL DISTRICT OF YORK) Act 1970, R.S.O., Chapter 44.
TO WIT:)

I, JOHN B. GREGOROVICH, of the Town of Oakville, in the Regional Municipality of Halton, an Assistant Secretary of Ford Motor Credit Company of Canada, Limited, the Buyer in the foregoing amendment to Bill of Sale, make oath and say:

1. That the sale therein made is bona fide, and for good consideration as set forth in the Bill of Sale and the amendment thereto and is not made for the purpose of holding or enabling the Buyer therein named to hold the goods mentioned therein against the creditors of the Seller therein named.
2. I am aware of the circumstances connected with the Bill of Sale and the amendment thereto and have personal knowledge of the facts herein deposed to.

SWORN before me at the City
of Toronto in the Municipality
of Metropolitan Toronto this
14th day of December, 1976.

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)




A Notary Public in and for the
Province of Ontario.

SCHEDULE A

DESCRIPTION OF THE EQUIPMENT

| <u>Type of Equipment</u> | <u>Specifications</u> | <u>Builder</u> | <u>No. of Units</u> | <u>Unit Numbers</u> |
|--------------------------|--|--------------------------------|-------------------------|--|
| Flat Cars | 100-ton 89'4" flat cars with Retractable Container Pedestals | Hawker Siddeley Canada Ltd. | 77 | CN-639850- 639882; 639884- 639899; 639900- 639927 |
| Flat Cars | 100-ton 89'4" flat cars without Retractable Container Pedestals | Hawker Siddeley Canada Ltd. | 67 | CN-668000- 668066 |

AFFIDAVIT OF WITNESS

CITY OF MONTREAL
PROVINCE OF QUEBEC

TO WIT:

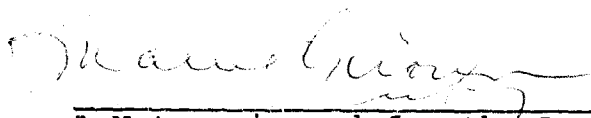
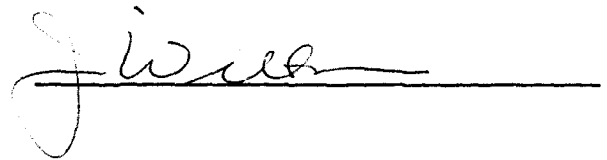
) IN THE MATTER OF the Bills of Sale
)
) Act 1970, R.S.O., Chapter 44.
)

I, JAMES EDWARD WILKINSON, of the Municipality of Beaconsfield, in the Province of Quebec, make oath and say that:

1. I was personally present and did see the foregoing within amendment to Bill of Sale duly executed and sealed at the City of Montreal in the Province of Quebec, on the 14th day of December, 1976 by Canadian National Railway Company, Seller, one of the parties thereto.
2. I know John Howard Spicer and Leonard Allister Fuller who signed on behalf of the said Corporation to be its Corporate Vice-President and Deputy Secretary respectively and that the signatures "J. H. Spicer" and "L. A. Fuller" to the said amendment to Bill of Sale are of their proper handwriting.
3. The officers who signed the within amendment to Bill of Sale are authorized to sign the same on behalf of the said Corporation and to affix its corporate seal thereto.
4. The name "J. Wilkinson" set and subscribed as a witness to the said signature is of the proper handwriting of me, this deponent.

SWORN before me at the City
of Montreal in the Province
of Quebec this 14th day of
December, 1976.

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)



A Notary in and for the Province
of Quebec.